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ARTICLES
OF
INCORPORATION
—AND—
BY-LAWS
—OF THE—
BOISE LAND AND WATER COMPANY,
(LIMITED).

BOISE, IDAHO :
THE COMMONWEALTH PUB. CO., (LTD).

1892. "

ARTICLES OF INCORPORATION

AND

BY-LAWS

OF THE

BOISE LAND AND WATER COMPANY, Limited.

Know all men by these presents:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation, under the laws of the State of Idaho.

And we hereby certify:

First. That the name of said corporation is the Boise Land and Water Company, Limited.

Second. That the purposes for which it is formed are to acquire, own, improve and sell real estate, ditches and water rights; operate ditches, sell and lease ditches, water rights and water, for irrigating and manufacturing

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purposes, and to do all things incident to owning and operating a general system of irrigation.

Third. That the place where its principal business is to be transacted shall be Boise City, Ada County, State of Idaho.

Fourth. That the term for which it is to exist is fifty (50) years from and after the date of its incorporation.

Fifth. That the number of its Directors shall be five (5), and that the names and residences of those who are appointed for the first year are :

JUDSON SPOFFORD,
Boise City, Idaho.

W. P. HARD,
Boise City, Idaho.

GEO. H. STEWART,
Boise City, Idaho.

D. W. ROSS,
Boise City, Idaho.

A. J. WILEY,
Boise City, Idaho.

Sixth. That the amount of the capital stock of this corporation shall

be Fifty Thousand Dollars (\$50,000), divided into five hundred (500) shares, of the par value of One Hundred (100) Dollars each.

Seventh. That the amount of said capital stock, which has been actually subscribed, is Thirty Thousand Seven Hundred (30,700) Dollars, and the following are the names of the persons by whom the same has been subscribed, to-wit:

D. W. Ross,	67 shares,	\$ 6,700.
Judson Spofford,	68 shares,	6,800.
A. J. Wiley,	68 shares,	6,800.
W. P. Hard,	103 shares,	10,300.
Geo. H. Stewart,	1 share,	100.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 10th day of August, One Thousand Eight Hundred and Ninety-two.

D. W. ROSS. [SEAL.]

JUDSON SPOFFORD. [SEAL.]

W. P. HARD. [SEAL.]

A. J. WILEY. [SEAL.]

GEORGE H. STEWART. [SEAL.]

Witness to the signature of D. W. Ross—

WALTER N. GRANGER.

Witness to all other signatures—

JOHN W. DANIELS.

STATE OF WASHINGTON, }
COUNTY OF YAKIMA. } ss.

On this 15th day of August, in the year A. D., 1892, before me, R. B. Milroy, a Notary Public in and for said County and State, residing therein, duly commissioned and sworn, personally appeared D. W. Ross, known to me to be the person whose name is subscribed to the within instrument, and he duly acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year last above written.

{ SEAL }

R. B. MILROY,
Notary Public for Wash-
ington, residing at North
Yakima, Washington.

STATE OF IDAHO, {
 COUNTY OF ADA, } ss.

On this 3d day of August, in the year A. D., 1892, before me, John W. Daniels, a Notary Public in and for said County, residing therein, duly commissioned and sworn, personally appeared Judson Spofford, W. P. Hard, Geo. H. Stewart and A. J. Wiley, known to me to be the persons whose names are subscribed to the within instrument, and they each duly acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year last above written.

{SEAL}

JOHN W. DANIELS,
 Notary Public.

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BY-LAWS.

ARTICLE I.—OFFICERS.

The officers of this company shall consist of a President, Vice-President, Treasurer and Secretary, who shall be chosen from the Directors, and serve for one year.

ARTICLE II.—DIRECTORS.

SECTION 1. A Board of Directors shall be elected at the annual meeting of the Stockholders. The Directors-elect shall serve for one year and until their successors are elected and qualified.

SEC. 2. No Stockholder shall be eligible for election as, or continue to be, a member of the Board of Directors, unless he is a *bona fide* holder of at least one share of the capital stock of the company at the time of his election.

ARTICLE III.—DUTIES OF OFFICERS.

PRESIDENT.

SECTION 1. The President shall preside at all meetings of the Directors or Stockholders. He shall sign as President all certificates of stock and all contracts and other instruments in writing which shall be approved or ordered by the Board of Directors. He shall call the Directors together whenever he deems it necessary, and he shall have, subject to the advice and control of the Directors, the general superintendence of the affairs of the company. In the absence of the President the Vice-President shall perform his duties.

TREASURER.

SEC. 2. It shall be the duty of the Treasurer to keep safely all moneys belonging to the company and disburse the same under the direction of the Board of Directors on warrants signed by the President and Secretary. At each annual meeting of the Stockholders he shall submit a full

and complete statement of the accounts of the company for the past year, with the proper vouchers for their information. He shall discharge such other duties pertaining to his office as shall be prescribed by the Board of Directors.

SECRETARY.

SEC. 3. It shall be the Secretary's duty to keep a record of the meetings of the Board of Directors and of the Stockholders. He shall keep the book of blank certificates of stock, fill up the certificates issued and make the corresponding entries on the stub of each certificate. He shall keep a proper transfer book and a stock ledger in debit and credit form, showing the number of shares issued to and transferred by any Stockholder, and the dates of such issuance and transfer. He shall countersign all stock certificates and checks issued, and discharge such other duties as pertain to his office and are prescribed by the Board of Directors.

SEC. 4. No contract by any officer of the company shall be valid without the previous authorization or subsequent ratification of the Board of Directors.

ARTICLE IV.—POWERS OF DIRECTORS

SECTION 1. The Board of Directors shall have power. (1). To call meetings of the Stockholders when they deem it necessary, giving not less than ten days' notice thereof, and they shall call meetings of Stockholders at any time upon a written request for that purpose, of persons representing one-fourth of all the capital stock. (2). To declare dividends out of the surplus profits whenever they shall deem it expedient. (3). To incur such indebtedness as they may deem necessary: and to authorize the execution by the President and Secretary of any note for such indebtedness and mortgage to secure the same. (4). To elect an Auditing Committee of three members, who shall be chosen from their own members or other stock-

holders. The Auditing Committee shall audit all accounts of the officers of the company. They shall meet at the call of their chairman, to be elected by their own body, and keep minutes of all business transacted by them on the record book of the company. (5). To appoint all officers (not otherwise provided for) that may be necessary and remove them at pleasure. (6). To regulate from time to time the rate to be charged for water for all purposes.

SEC. 2. Certificates of stock shall be of such form and device as the Board of Directors shall direct, and such certificates shall be signed by the President and Secretary, and express on its face their number, date of issuance, number of shares for which, and the persons to whom issued. Several certificates may be issued to the same person or persons: *Provided*, That in the aggregate they do not exceed the number of shares belonging to such person or persons. The certificate book shall contain a margin

on which shall be entered the number, date, number of shares and the name or names of the person or persons expressed in the corresponding certificates.

SEC. 3. Shares of the company may be transferred at any time by the holders thereof, or by attorney legally constituted, or by legal representative, but no transfer shall be valid except between the parties thereto, until entered in the proper form on the books of the company. The surrendered certificates shall be cancelled before a new certificate shall be issued in lieu thereof. The receiver of the new certificate shall be required to signify his assent to the By-Laws of the company; and no transfer of any share of stock shall be valid upon which any assessments are due and unpaid or to the holder of which is indebted to the company on any account whatever, without the consent of the Board of Directors.

SEC. 4. The books and papers in the office of the Secretary and

Treasurer shall at all times during business hours be open to the inspection of the Board of Directors and of any Stockholder.

ARTICLE V.—COMPENSATION OF OFFICERS.

SECTION I. The members of the Board of Directors shall receive no compensation for their services as such, nor shall the company be held liable for any services rendered by them except it is so expressly provided, but members of the Board may be allowed their reasonable traveling expenses when actually engaged in the business of the company, to be audited and allowed as in other cases of demand against the company. The President and Secretary may be paid such sums as are actually expended for traveling on the company's business when ordered by the Board of Directors.

ARTICLE VI.—MEETINGS.

SECTION I. The regular annual meeting of the Stockholders shall be

held on the first Monday of January of each year at such place in Boise City as the Board of Directors shall designate. A representation of a majority of the subscribed capital stock entered on the stock journal of the company, to the members of the company, shall be necessary for the transaction of the business of all meetings of Stockholders. At such meetings a representation by proxy shall be allowed, such proxy to be in writing, duly signed and filed with the Secretary of the company.

SEC. 2. All meetings of Stockholders shall be called by a notice published at least three times a week for two weeks in a daily newspaper in the city of Boise and county of Ada, or by written notice, due acceptance of which must be filed with the secretary.

SEC. 3. The Board of Directors shall meet as often as is necessary for the transaction of the company's business, at such time and place as may be designated by the President. Whenever requested to do so by three of

the Board of Directors, the President shall call a meeting of the Board of Directors.

ARTICLE VII.—AMENDMENTS.

SECTION 1. These By-Laws may be amended at any annual meeting of the company or at any special meeting called for that purpose or by the Board of Directors by an affirmative vote of three Directors on the proposed amendment.

SEC. 2. These By-Laws shall always remain in possession of the Secretary of the company.

We, the undersigned Directors of the Boise Land and Water Company, hereby certify that the foregoing By-Laws, consisting of seven articles, have been adopted as the By-Laws of said corporation.

Witness our hands this 3d day of September, 1892.

JUDSON SPOFFORD,
W. P. HARD,
GEO. H. STEWART,
DR. W. ROSS,
A. J. WILEY.

PROSPECTUS
OF THE
DIXIE CANAL,
OWNED BY THE

BOISE LAND AND WATER COMPANY, Limited.

The main canal is fifteen miles long, with about thirty miles of laterals.

The canal is taken out of the Boise river at a point about one and a half miles below the city of Caldwell, Idaho. In a short distance from the headgate the canal connects with, and runs for five miles in the channel of Dixie creek, at which point it is again taken into a constructed canal and three miles further on reaches the land to be irrigated.

There is no heavy rock work to be

done, and no difficult side hill work to maintain.

There are 12,000 acres of land that can be irrigated by this canal, and only by this canal.

The land is of excellent quality for general farming and fruit growing purposes.

There is an excellent mill site about the center of the tract, with water power. The water after being used for the mill can be again used for irrigation purposes.

Much of the land will doubtless fall into the hands of the company by purchase and in payment for water rights. This land, with a water right, is worth, at a low estimate, twenty-five dollars per acre, but it is being secured by the company at a much less price.

The centre of the tract of land to be irrigated by this canal is only two miles from Parma station, on the Union Pacific R. R., while a survey of the North and South railroad runs directly through the tract. Thus it will be seen at a glance that the shipping facilities

are first class, while the land is as productive as any in the United States, and has a climate that, for healthfulness and productiveness, cannot be surpassed anywhere. Such fruits as apples, peaches, pears, prunes, plums, apricots, and all the small fruits grow in great abundance, and of the finest flavor. All kinds of grain grow to perfection. Wheat averaging from thirty to forty bushels to the acre. Oats from fifty to seventy-five bushels to the acre. Barley from sixty to one hundred bushels to the acre. From an apple orchard of four acres in this valley there was sold last fall two thousand nine hundred dollars worth of apples, a net income of five hundred dollars per acre.

The construction of the canal and putting the water on the land will cost the company not to exceed three dollars and fifty cents per acre. The perpetual water rights will sell for not less than ten dollars per acre and a small annual payment per acre for the maintenance of the canal.

About six miles of the canal and the

headgates is now completed, and the entire canal will be completed and in running order by the first of November 1892.

No lands are so valuable for general farming purposes as irrigated lands. On them there is no such thing known as a failure of crops. The soil is naturally productive and the farmer does not have to deal with the uncertainty of drouth and flood. He has the matter entirely in his own hands. Through the growing season he is sure of bright sunny weather and when he thinks his crops need a show he presses the button and the canals do the rest.

Appended hereto is an opinion of Mr. A. D. Foote, on the canal. It is hardly necessary to say that Mr. Foote is an irrigation engineer who stands at the head of the profession in America, and we consider him capable of judging of the merits of irrigating enterprises.

Respectfully Submitted,

JUDSON SPOFFORD,

GEO. H. STEWART, President.
Secretary.

BOISE, IDAHO, AUG. 22, 1892.

JUDSON SPOFFORD, ESQ.,

Boise City, Idaho.

DEAR SIR:—Your favor of the 19th inst. requesting my opinion in regard to the feasibility of the Dixie canal enterprise is at hand.

I have had occasion to pass over and examine the scheme many times with interest, as at one time I intended taking hold of it myself. There can be no question as to the feasibility of the enterprise.

The water supply is ample and will increase rather than diminish, as the line of the canal is so located as to collect, if desirable, a vast amount of drainage from lands to be irrigated by canals already built above. When once properly constructed the expense of maintenance of the canal will be very small, as there are only some three miles of the line in side hill, the remainder being in level ground where maintenance costs are nominal.

The cost of construction, including water rights and rights of way and the

work already done, is far below the average for similar enterprises in this country. Your engineer, Mr. Wiley, has had a large experience in the construction of canals in this vicinity and you may rest assured that his estimates of cost are very correct.

In the matter of land covered by the canal there are many favorable conditions. Very little below Dixie slough need be considered as waste land. It lies in a compact body and has sufficient slope to insure good drainage. This question of drainage is often overlooked, but for irrigated land, drainage is of equal importance with the water supply. The quality of the soil is most excellent. In fact I think there can be found no better soil for general agriculture and fruit than that gently sloping plain noted on your map as being from fifteen to thirty feet above the river.

As to locality your map shows that it is a very short distance to the Oregon Short Line Railroad. A bridge is necessary of course, but already a pe-

tition is in the hands of the county commissioners for that. The town of Caldwell, about twelve miles eastward, is at present the supply town for that vicinity and its merchants carry notably large stocks of goods.

Wheat, Hay, Hops and fruit will probably be the principle productions of this land. I put wheat first in the list because the Portland wheat market is so easily reached. On irrigated land in this vicinity fifty bushels of wheat per acre is a common experience and the price of wheat in Portland is about ten cents a bushel below the Chicago market. The vast summer pasture of the Owyhee range will always insure a fair price for hay for winter feeding in this vicinity.

Of fruit it is hardly necessary to speak. Prunes grown in this vicinity and dried in the open air equal any produced in Europe. All fruits adapted to a temperate climate are produced without any special care.

With ample water supply, good drainage, substantial though not costly irriga-

tion works, productive lands so situated as to have a ready market for their products, and a temperate climate, it appears to me that you have good reasons for anticipating a good profit on your investment.

Very Truly Yours, etc.,

ARTHUR D. FOOTE,

M. Am. Soc. C. E.

M. Am. Soc. Irrigation Engineers.





